

1 An Ordinance amending Ordinance No. 68874 pertaining to the issuance and delivery of tax
2 increment revenue notes for the Grand Center Redevelopment Project and authorizing a Sixth
3 Supplemental Trust Indenture relating thereto; prescribing other matters relating thereto; and
4 containing a severability clause.

5 **WHEREAS**, the City of St. Louis (the “*City*”) is authorized and empowered under the
6 Real Property Tax Increment Allocation Redevelopment Act, Sections 99.800 to 99.865,
7 inclusive, of the Revised Statutes of Missouri, as amended (the “*Act*” or the “*TIF Act*”), to issue
8 bonds, notes or other obligations for the purpose of providing funds to finance the costs of
9 certain redevelopment projects and to pay certain costs related to the issuance of such bonds,
10 notes or other obligations; and

11 **WHEREAS**, the Mayor (the “*Mayor*”) approved Ordinance No. 65703 on December 2,
12 2002, which (i) designated a Redevelopment Area known as the Grand Center Redevelopment
13 Area, as further described in Exhibit A attached thereto (the “*Redevelopment Area*”),
14 (ii) approved a plan for redevelopment titled “Tax Increment Blighting Analysis and
15 Redevelopment Plan” dated August 2, 2002, as amended (as may be further amended, the
16 “*Redevelopment Plan*”), (iii) approved a series of Redevelopment Projects (collectively, the
17 “*Redevelopment Projects*”) with respect thereto, (iv) adopted tax increment financing for the
18 Redevelopment Area, and (v) established the Special Allocation Fund (as defined in the
19 Redevelopment Plan); and

20 **WHEREAS**, Grand Center, Inc., a Missouri nonprofit corporation (the “*Developer*”), in
21 response to the solicitation of proposals for redevelopment of the Redevelopment Area,
22 submitted its proposal dated June 28, 2002 (the “*Redevelopment Proposal*”); and

23 **WHEREAS**, pursuant to Ordinance No. 65857, approved by the Mayor on February 25,

2003, the Board of Aldermen (the “**Board of Aldermen**”) (i) affirmed the approval and adoption of the Redevelopment Plan, Redevelopment Projects and the designation of the Redevelopment Area, and (ii) authorized the City to enter into the Redevelopment Agreement dated April 24, 2003 (as amended from time to time, the “**Redevelopment Agreement**”) between the City and the Developer, whereby the Developer agreed to carry out the Redevelopment Plan with respect to the Redevelopment Area; and

WHEREAS, on March 22, 2006, the Mayor approved Ordinance No. 67060, which authorized the issuance of certain tax increment revenue notes for the purposes of financing implementation of the Redevelopment Plan pursuant to a Trust Indenture dated as of November 1, 2006 (as amended by the hereinafter defined First Original Supplement, the “**Original Indenture**”) between the City and UMB Bank, N.A., as trustee (the “**Trustee**”); and

WHEREAS, on November 24, 2008, the Mayor approved Ordinance No. 68180, which authorized the First Supplemental Trust Indenture dated as of November 26, 2008 between the City and the Trustee (the “**First Original Supplement**”); and

WHEREAS, on February 22, 2011, the Board of Aldermen adopted Ordinance No. 68874, which authorized the Amended and Restated Trust Indenture dated as of June 1, 2011 between the City and the Trustee, as amended by the hereinafter defined First, Second, Third and Fourth Supplemental and to be amended by the hereinafter defined Fifth Supplemental, (the “**Indenture**”), which amended and restated the Original Indenture; and

WHEREAS, pursuant to the Indenture, the City and the Trustee entered into and executed the First Supplemental Trust Indenture dated as of December 1, 2011 (the “**First Supplement**”); and

WHEREAS, pursuant to the Indenture, the City and the Trustee entered into and

1 executed the Second Supplemental Trust Indenture dated as of July 1, 2012 (the “*Second*
2 *Supplement*”); and

3 **WHEREAS**, pursuant to the Indenture, the City and the Trustee entered into and
4 executed the Third Supplemental Trust Indenture dated as of December 1, 2012 (the “*Third*
5 *Supplement*”); and

6 **WHEREAS**, pursuant to the Indenture, the City and the Trustee entered into and
7 executed the Fourth Supplemental Trust Indenture dated as of August 29, 2013 (the “*Fourth*
8 *Supplement*”); and

9 **WHEREAS**, pursuant to the Ordinance No. 69807, the City and the Trustee are
10 authorized to enter into a Fifth Supplemental Trust Indenture (the “*Fifth Supplement*”); and

11 **WHEREAS**, the City now desires to amend the Indenture by entering into a Sixth
12 Supplemental Trust Indenture between the City and the Trustee (the “*Sixth Supplemental*
13 *Indenture*”), which authorizes the issuance of certain Tax-Exempt Tax Increment Revenue
14 Notes, Excluded Project Series 201_B (Grandel Theatre Project) (the “*Excluded Project*
15 *Series 201_B Notes*”); and

16 **WHEREAS**, Section 208(c)(7) of the Indenture requires, as a condition precedent to the
17 issuance of the Excluded Project Series 201_B Notes, a copy of an ordinance approving the
18 issuance of the Excluded Project Series 201_B Notes and authorizing the execution and delivery
19 of the Supplemental Indenture relating thereto be delivered to the Trustee; and

20 **WHEREAS**, it is hereby found and determined that it is necessary and advisable and in
21 the best interest of the City and of its inhabitants to enact this Ordinance to amend Ordinance
22 No. 68874 in order to authorize the issuance and delivery of the Excluded Project Series 201_B
23 Notes, to be issued and secured pursuant to the terms of the Indenture and the Sixth

Supplemental Indenture.

BE IT ORDAINED BY THE BOARD OF ALDERMEN OF THE CITY OF ST. LOUIS,
MISSOURI AS FOLLOWS:

SECTION ONE. Authority and Direction to Execute and Deliver the Excluded Project Series 201_B Notes and the Sixth Supplemental Indenture. The City hereby authorizes and directs the Mayor and the Comptroller of the City to execute and deliver the Excluded Project Series 201_B Notes and the Sixth Supplemental Indenture in forms that are consistent with the provisions of this Ordinance, as such documents are approved by the Mayor and the Comptroller with the advice of the City's financial advisor and as are approved as to form by the City Counselor, with the respective signatures of such officials thereon to be evidence of the approval of the City; and the Register of the City is hereby authorized and directed to affix the corporate seal of the City to the Excluded Project Series 201_B Notes and the Sixth Supplemental Indenture and to attest the same.

SECTION TWO. Issuance of the Notes. The Board of Aldermen hereby finds and determines that it is necessary and advisable and in the best interest of the City and of its inhabitants to issue its Excluded Project Series 201_B Notes, as permitted by the TIF Act and in accordance with the terms of the Indenture and the Sixth Supplemental Indenture. The Excluded Project Series 201_B Notes shall bear a fixed rate of interest of not more than 10% per annum. The terms and provisions of the Excluded Project Series 201_B Notes shall be as provided in the Sixth Supplemental Indenture.

SECTION THREE. Further Authority. The Mayor, the Comptroller, the Register, and other appropriate officials, agents, and employees of the City are hereby authorized to take such further actions and execute such other documents as may be necessary or desirable to carry out

1 and comply with the intent of this Ordinance, and to carry out, comply with and perform the
2 duties of the City with respect to the Excluded Project Series 201_B Notes and the Sixth
3 Supplemental Indenture.

4 **SECTION FOUR.** Severability. It is hereby declared to be the intention of the Board of
5 Aldermen that each and every part, section and subsection of this Ordinance shall be separate
6 and severable from each and every other part, section and subsection hereof and that the Board
7 of Aldermen intends to adopt each said part, section and subsection separately and independently
8 of any other part, section and subsection. In the event that any part, section or subsection of this
9 Ordinance shall be determined to be or to have been unlawful or unconstitutional, the remaining
10 parts, sections and subsections shall be and remain in full force and effect, unless the court
11 making such finding shall determine that the valid portions standing alone are incomplete and are
12 incapable of being executed in accord with the legislative intent.

13 **SECTION FIVE.** Governing Law. This Ordinance shall be governed exclusively by
14 and construed in accordance with the applicable laws of the State of Missouri.

